

the transaction will strengthen Zayo Group's ability to compete with other, much larger, fiber providers in the region to the benefit of consumers and the telecommunications marketplace.

The transfer of control of Licensee will not result in a change of carrier for customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by Licensee to its customers will not change as a result of the transaction. Following consummation of the proposed transaction and after appropriate notices to customers and any required regulatory filings, the name of Licensee is expected to change to "Zayo Metro, Inc." Otherwise, the transaction will be seamless and transparent to customers and Licensee will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of American Fiber Systems Holding Corp., directly, and American Fiber Systems, Inc., indirectly, to Zayo Group, LLC.

Respectfully submitted,



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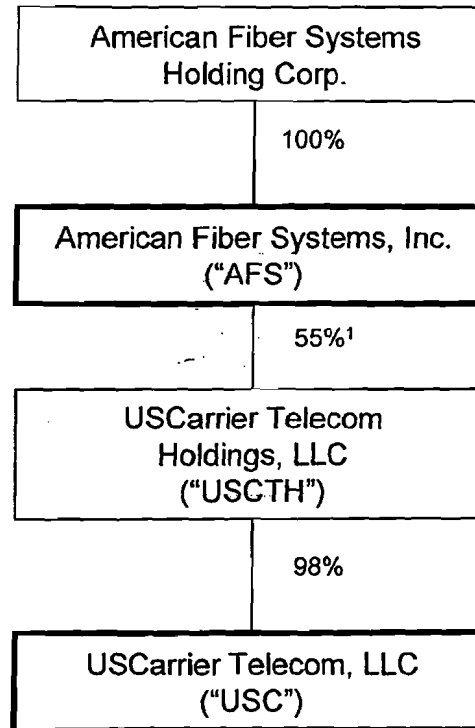
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Dated: July 30, 2010

EXHIBIT A

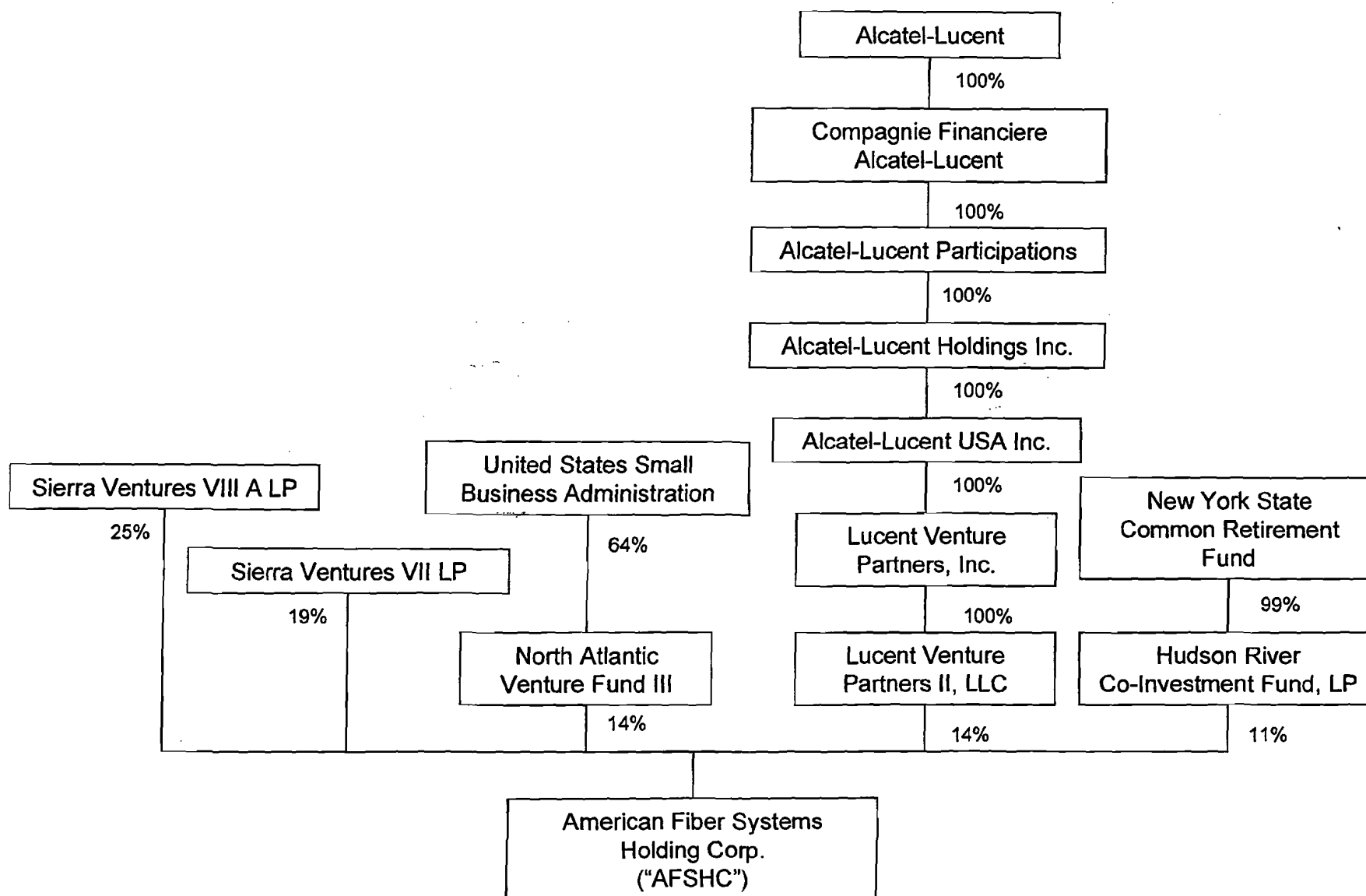
Pre- and Post-Transaction Corporate Structure Charts

Pre-Transaction Corporate Structure of AFS and USC

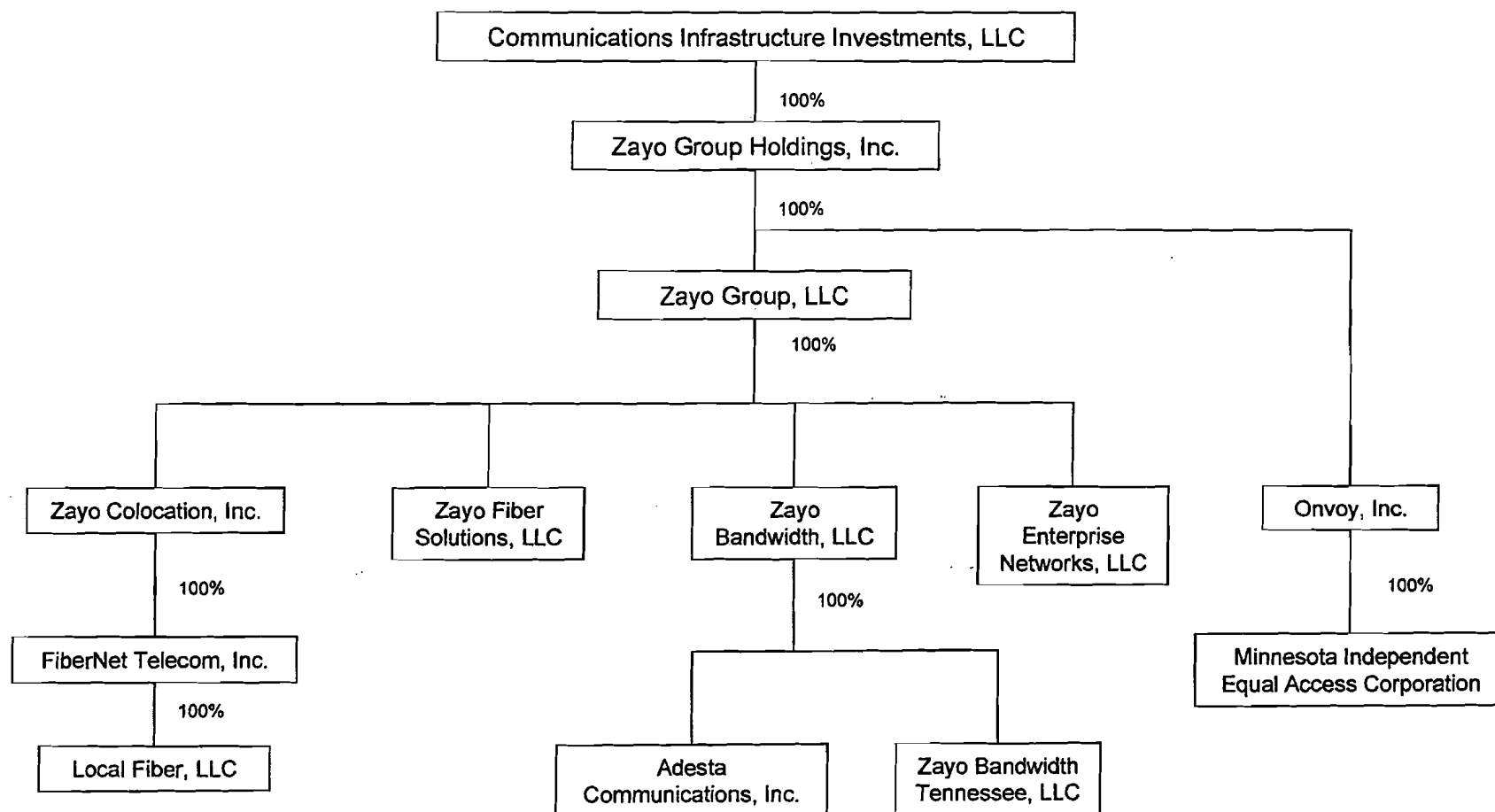


¹Although AFS holds a total of 55% equity interest in USCTH, AFS does not have actual day-to-day control of USCTH (nor indirect control of USC) because of governance and voting agreements within the governing documents of USCTH; however, there are certain major decisions that require supermajority of the members and therefore AFS's approval.

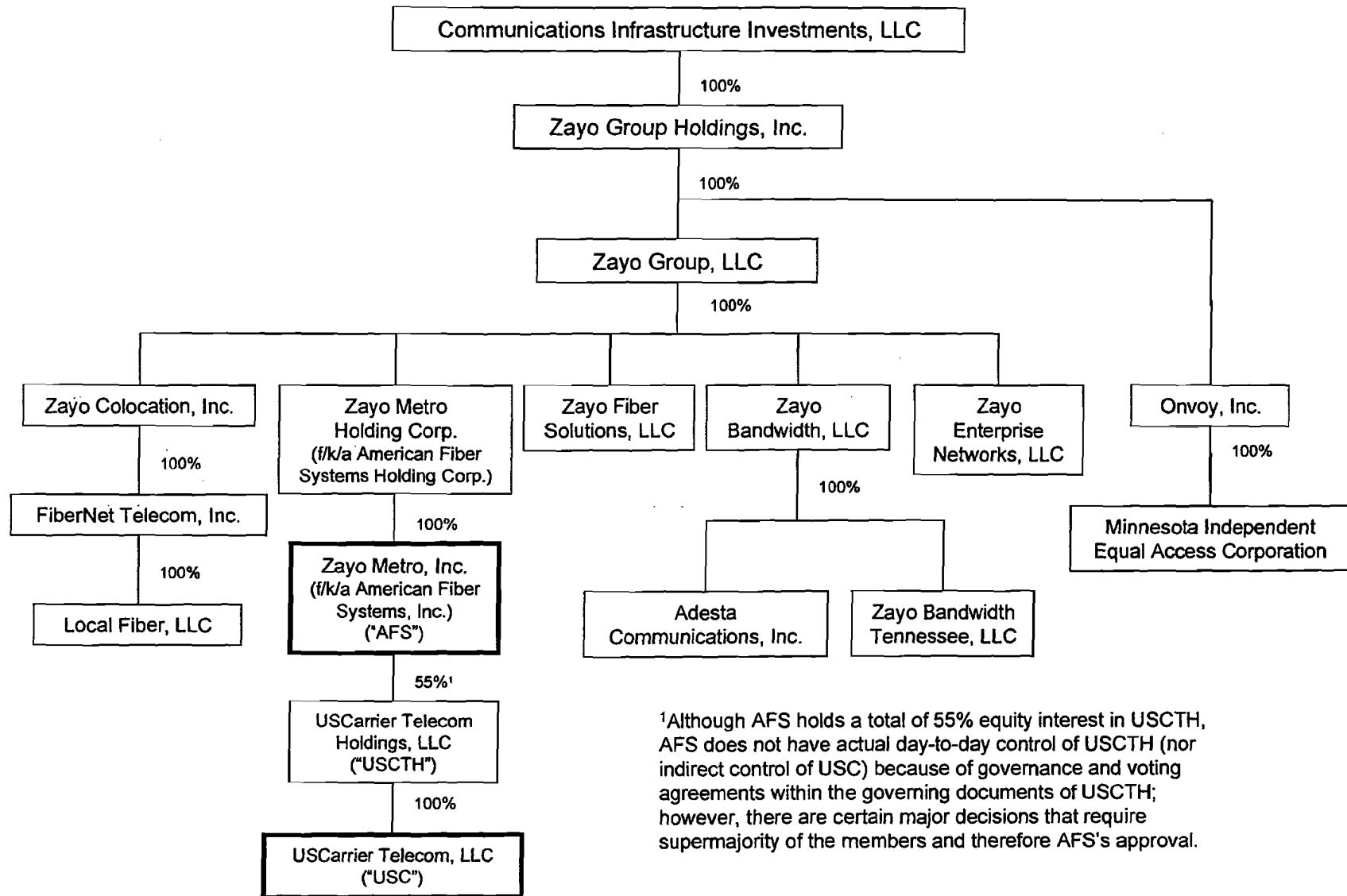
Pre-Transaction Corporate Structure of AFSHC



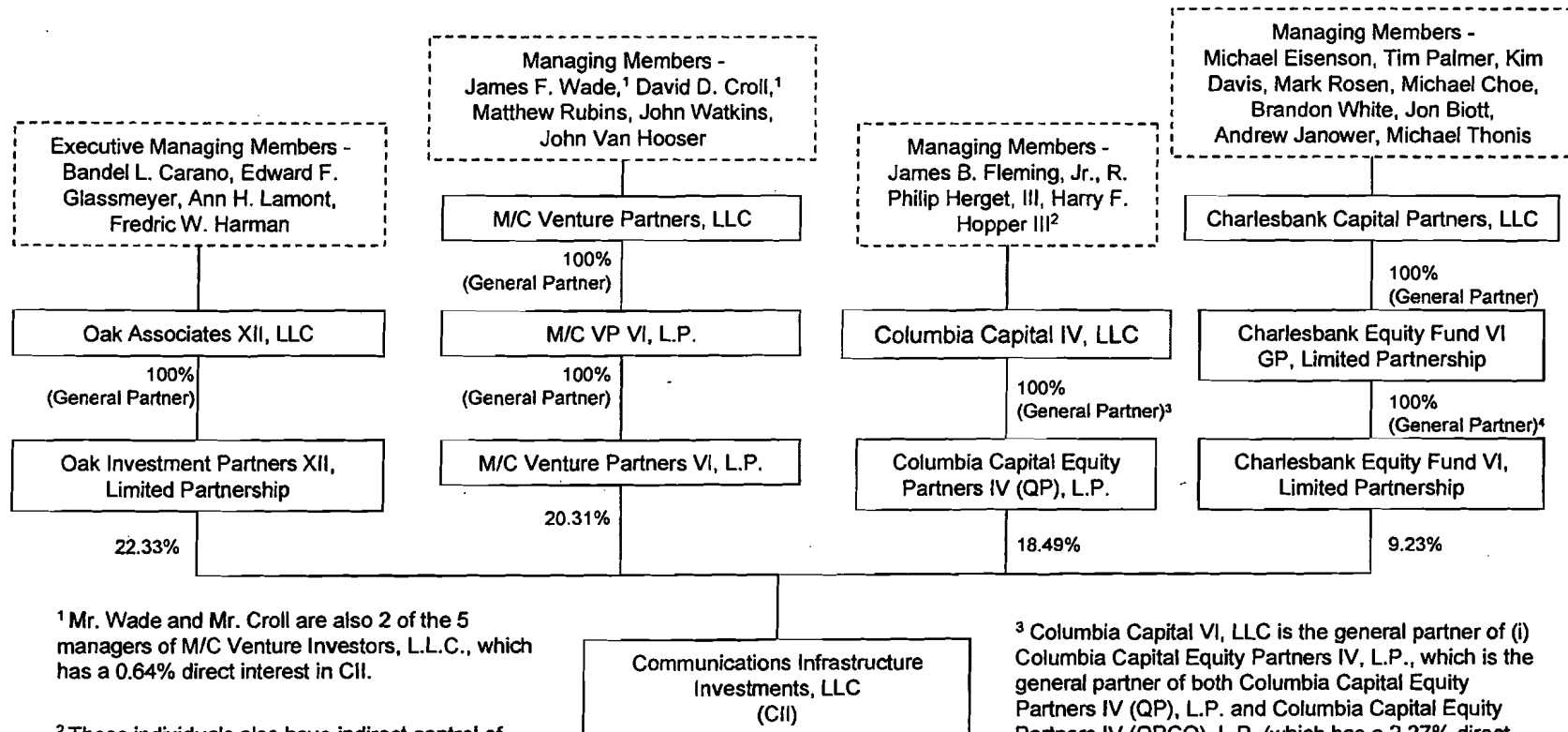
Pre-Transaction Corporate Structure of Zayo Group, LLC



Post-Transaction Corporate Structure of AFS, USC and Zayo Group, LLC



Pre- and Post-Transaction Corporate Structure of CII



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.64% direct interest in CII.

² These individuals also have indirect control of other entities that have, in aggregate, a 0.44% direct interest in CII.

³ Columbia Capital VI, LLC is the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. and Columbia Capital Equity Partners IV (QPCO), L.P. (which has a 2.27% direct interest in CII) and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.14% direct interest in CII.

⁴ Charlesbank Equity Fund VI GP, Limited Partnership indirectly controls 10.76% of CII as the general partner of (i) Charlesbank Equity Fund VI, Limited Partnership and (ii) the following funds that collective have an approximately 1.54% direct interest in CII: CB Offshore Equity Fund VI; Charlesbank Equity Coinvestment Fund VI, LP; and Charlesbank Equity Coinvestment Partners, LP.

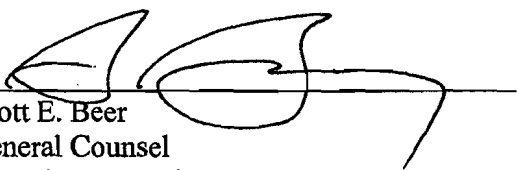
Verifications

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VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of Zayo Group, LLC; that I am authorized to make this Verification on behalf of Zayo Group, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Zayo Group, LLC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of July, 2010.




Scott E. Beer
General Counsel
Zayo Group, LLC

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VERIFICATION

I, Bruce T. Frankiewicz, state that I am the General Counsel & VP of Regulatory Affairs of American Fiber Systems Holding Corp., the parent company of American Fiber Systems, Inc. (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29 day of July, 2010.



Bruce T. Frankiewicz
General Counsel & VP of Regulatory Affairs
American Fiber Systems Holding Corp.